

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION**

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|--|---|-------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| J. C. PENNEY COMPANY, INC., <i>et al.</i> , ¹ |) | Case No. 20-20182 (DRJ) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |

**DEBTORS' WITNESS AND EXHIBIT LIST
FOR FOR NOVEMBER 24, 2020 CONFIRMATION HEARING**

The above-captioned Debtors and Debtors in Possession (collectively, the "Debtors") file this Witness and Exhibit List for the CONFIRMATION HEARING to be held on **November 24, 2020 at 9:00 a.m.** (prevailing Central Time) (the "Hearing") as follows:

WITNESSES

The Debtors may call the following witnesses at the Hearing:

1. David Kurtz, Vice Chairman and Global Head of Restructuring, Lazard Frères & Co. LLC (fact and expert witness);
2. James Mesterharm, Managing Director, AlixPartners LLP (fact and expert witness);
3. Bill Wafford, Executive Vice President and Chief Financial Officer, J. C. Penney Company, Inc.;
4. James Deloia, of Prime Clerk LLC;
5. Rebuttal witnesses as necessary; and
6. Any witness listed or called by any other party.

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://cases.primeclerk.com/JCPenney>. The location of Debtor J. C. Penney Company, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 6501 Legacy Drive, Plano, Texas 75024.

DEBTORS' EXHIBITS

| Debtors' Ex. # | Description | Offered | Objection | Admitted/ Not Admitted | Disposition |
|---------------------------|--|----------------|------------------|---------------------------------------|--------------------|
| 1 | Amended Plan of Reorganization [Docket No. 1788] | | | | |
| 2 | Disclosure Statement Order and Disclosure Statement [Docket No. 1655] | | | | |
| 3 | Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief [Docket No. 566] | | | | |
| 4 | Order (I) Authorizing (A) Entry into and Performance Under the Asset Purchase Agreement and (B) the Sale of the OpCo Acquired Assets and the Propco Acquired Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, and (C) Assumption and Assignment of Executory Contracts and Unexpired Leases and (II) Granting Related Relief [Docket No. 1814] | | | | |
| 5 | Declaration and Expert Report of David Kurtz in Support of the Confirmation of the Debtors' Proposed Plan of Reorganization [Docket No. 1785, p. 5-13] | | | | |

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|-----------|--|--|--|--|--|
| 6 | Declaration and Expert Report of James A. Mesterharm in Support of Confirmation of the Debtors'' Proposed Plan of Reorganization [Docket No. 1785, p. 15-22] | | | | |
| 7 | Plan Supplement [Docket No. 1831] | | | | |
| 8 | Letter of Intent [Docket No. 1489] | | | | |
| 9 | Executed APA [Docket No. 1668-1] | | | | |
| 10 | 2020-11-09 Hearing Transcript | | | | |
| 11 | 1L Notes due 2023 | | | | |
| 12 | 1L Term Loan due 2023 | | | | |
| 13 | 2L Notes due 2025 | | | | |
| 14 | 5-650% Unsecured Notes due 2020 | | | | |
| 15 | 6-375% Unsecured Notes due 2036 | | | | |
| 16 | 6-900% Unsecured Notes due 2026 | | | | |
| 17 | 7-125% Unsecured Notes due 2023 | | | | |
| 18 | 7-400% Unsecured Notes due 2037 | | | | |
| 19 | 7-625% Unsecured Notes due 2097 | | | | |
| 20 | JCPNQ US EQUITY Trading Prices | | | | |
| 21 | Prime Clerk Voting Declaration [To Be Filed Before Hearing] | | | | |
| | Any document or pleading filed in the above-captioned main cases. | | | | |
| | Any exhibit necessary for impeachment and/or rebuttal purposes | | | | |
| | Any exhibit identified or offered by any other party | | | | |
| | | | | | |

The Debtors reserve the right to supplement, add to, subtract from, or otherwise amend this Witness and Exhibit List at any time prior to the hearing. The Debtors may offer some, all, nor none of these exhibits at the hearing and reserve their right to object if they are offered by others.

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Respectfully Submitted,
November 20, 2020

/s/ Matthew D. Cavanaugh

JACKSON WALKER L.L.P.

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Certificate of Service

I certify that on November 20, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh